

HUBBELL INCORPORATED

Compensation Committee of the Board of Directors Charter

This Compensation Committee Charter was adopted by the Board of Directors (the “**Board**”) of Hubbell Incorporated (the “**Corporation**”) on December 6, 2005.*

I. PURPOSE

The Compensation Committee (the “**Committee**”) of the Board of the Corporation shall provide assistance to the Board in fulfilling its responsibilities by (1) designing (in consultation with management or the Board), recommending to the Board for approval and evaluating the compensation plans, policies and programs of the Corporation, especially those regarding executive compensation, and (2) producing an annual report on executive compensation for inclusion in the Corporation’s proxy statement as may be required by rules and regulations of the Securities and Exchange Commission (the “**SEC**”). The Committee shall ensure that compensation programs are designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Corporation’s shareholders.

The Committee shall have the authority to undertake the specific duties and responsibilities described below and the authority to undertake such other duties as are assigned by law, the applicable rules of The New York Stock Exchange, Inc. (the “**NYSE Rules**”), the Corporation’s certificate of incorporation or bylaws or by the Board.

II. COMPOSITION

The Committee shall be comprised of at least three directors as determined by the Board, none of whom shall be an employee of the Corporation and each of whom shall (1) qualify as independent under the NYSE Rules, (2) be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended, (3) be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “**Code**”) and (4) be otherwise free from any relationship that, in the business judgment of the Board, would interfere with his or her exercise of business judgment as a Committee member. The Vice President, General Counsel and Secretary of the Corporation shall confirm all proposed appointees as eligible under Federal and state tax and securities laws before the proposed appointee can begin his or her official duties on the Committee and that no interlocks are present on the Committee as a result of such appointments. Members of the Committee must, in the business judgment of the Corporation’s Nominating and Corporate Governance Committee and the entire Board, have a combination of business and people management experience that would be valuable in providing broad direction to the Board on matters related to compensation for the president and chief executive officer of the Corporation

* When the positions of Chairman of the Board and Chief Executive Officer are held by the same person, as permitted by the Bylaws, reference in this Charter to the Chairman or Chief Executive Officer shall mean such person, in his or her capacity as Chairman and/or Chief Executive Officer, as applicable.

(the “**Chief Executive Officer**”) and advising the Board and the Chief Executive Officer on executive compensation matters.

The members of the Committee shall be appointed annually by the Board on the recommendation of the Nominating and Corporate Governance Committee. Unless a Chairman is designated by the Board, the Committee may designate a Chairman by majority vote of the full Committee membership.

III. MEETINGS AND PROCEDURES

The Committee shall meet at least two times annually, and on such other occasions as circumstances may dictate or the members of the Committee may from time to time determine, upon call by the Chairman of the Board or the Chairman of the Committee in accordance with the notice provisions of the Corporation’s bylaws. A quorum of the Committee shall consist of a majority of the members of the Committee in office at the time of any meeting and the vote of a majority of the members of the Committee present at the time of a vote, if a quorum is present at that time, shall be the act of the Committee. The Chairman of the Committee or, in his or her absence, another member chosen by the attending members, shall preside at each meeting and, in consultation with the Chairman of the Board or the other members of the Committee, as applicable, will set the agenda of items to be addressed at each meeting. The Chairman of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting.

When deemed appropriate by the Committee, meetings of the Committee may be attended by the Corporation’s legal, tax and accounting departments, by such other members of the management of the Corporation as the Committee deems appropriate, and by any other persons whose presence the Committee believes to be necessary or appropriate. The Chief Executive Officer and the Vice President, General Counsel and Secretary of the Corporation may attend any meeting of the Committee, except for portions of the meetings where his, her or their presence would be inappropriate, as determined by the Chairman of the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

The Committee is authorized to establish the Committee’s own rules and procedures consistent with the Corporation’s bylaws, Corporate Governance Guidelines and this Charter. The Committee will participate in the annual performance evaluation of the Committee, as provided for in the Corporation’s Corporate Governance Guidelines. The Committee may, in compliance with Section VI of the Charter, form and delegate authority to subcommittees when appropriate, provided, however, that any such subcommittee must be comprised solely of members of the Committee.

In discharging its responsibilities, the Committee shall have sole authority to, as it deems appropriate, select, retain and/or replace, as needed, compensation and benefits consultants and other outside consultants to provide independent advice to the Committee. In that connection, in the event the Committee retains a compensation consultant, the Committee shall have the sole authority to approve such consultant’s fees and other retention terms.

The Chairman of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

The Committee shall maintain written minutes or other records of its meeting and activities. Minutes of each meeting of the Committee shall be distributed to each member of the Committee and other members of the Board. The Secretary of the Corporation shall retain the original signed minutes for permanent filing.

IV. DUTIES AND RESPONSIBILITIES

To fulfill its duties and responsibilities, the Committee shall be responsible for:

(a) reviewing and approving corporate goals and objectives relating to the compensation of (1) the Chief Executive Officer and, after consultation with the Chief Executive Officer, (2) all managers in the Key Corporate Group (the “**KCG**”).

The KCG shall include:

- (i) all corporate officers and profit center general managers;
- (ii) major functional heads reporting to corporate officers and general managers; and
- (iii) other senior staff as specifically designated by the Chief Executive Officer;

(b) evaluating the performance of the Chief Executive Officer following the end of each fiscal year in light of these goals and objectives, setting (in its sole authority, not subject to Board approval) the compensation (annual salary plus additional compensation and benefits) for such individual based on such evaluation and reporting thereon to the Board;

(c) evaluating the performance of (i) the Chairman of the Board and (ii) in consultation with the Chief Executive Officer and Chairman of the Board, all managers in the KCG in light of these goals and objectives, approving (in its sole authority, not subject to Board approval) the compensation (annual salary plus additional compensation and benefits) for each of these individuals based on such evaluations and reporting thereon to the Board;

(d) discussing and recommending to the Board:

- (i) all changes in the Hubbell Incorporated Stock Option Plan for Key Employees (the “**Stock Option Plan**”) and the Hubbell Incorporated 2005 Incentive Award Plan (the “**Incentive Plan**”) and the creation of, and any changes in, any successor or new stock option or incentive award plan(s);
- (ii) the creation of, and any changes in, qualified and unqualified employee pension and benefit plans and any collective bargaining changes (post confirmation thereof); and

(iii) company policies relating to, and the material grants of, perquisite benefits provided to the Chief Executive Officer, the Chairman of the Board and the KCG;

(e) setting any performance targets, discussing and approving (in its sole authority, not subject to Board approval), including certifying that any performance targets are met, and reporting thereon to the Board:

(i) individual bonus payments to be paid to the Chief Executive Officer and the KCG; and

(ii) individual grants under the Incentive Plan;

(f) managing and examining:

(i) executive officer and director indemnification and insurance matters; and

(ii) any employee loans;

(g) acting as the formal administrative committee for the Stock Option Plan, the Incentive Plan, the Hubbell Incorporated Supplemental Executive Retirement Plan and the Hubbell Incorporated Top Hat Restoration Plan;

(h) preparing and approving the Report of the Compensation Committee to be included as part of the Corporation's annual proxy statement; and

(i) considering the management resources for KCG positions and development plans for qualified candidates and reporting annually to the Board on this subject; provided, however, that the Corporation's Nominating and Corporate Governance Committee shall examine and recommend to the Board corporate officer appointments.

The Committee's responsibility for managing and reviewing employee benefit plans includes an annual review of each plan, the setting of performance targets when appropriate and recommending to the Board for approval any and all changes, including termination of compensation plans when appropriate.

All annual plan reviews shall include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features and assessing the performance of the plan's internal and external administrators.

V. RESOLUTIONS AND WRITTEN CONSENTS

All proposed resolutions shall be prepared by the Vice President, General Counsel and Secretary of the Corporation and discussed and voted upon at the meetings or adopted by unanimous written consent.

All adopted plans of compensation or changes to existing plans, whether for executives, directors or other personnel, shall be detailed and attached to the minutes of the appropriate meeting. This includes any grants of options or loans made outside of any official Corporation plan.

When planning to establish, modify or certify performance targets under bonus plans for senior executives, grant any and all forms of equity compensation, modify or rescind any option, stock or restricted stock grants, or make, modify or rescind loans to employees or directors, the Committee shall consult the Vice President, General Counsel and Secretary of the Corporation before taking action and may consult outside consultants and advisors as desirable.

VI. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee. All proposed delegations must be adopted by a resolution of the Committee and reviewed for compliance with the relevant plan and Connecticut corporate law by the Vice President, General Counsel and Secretary of the Corporation before they are voted upon at meetings. The resolution shall specify which duties are being delegated, to whom the duties are delegated, and which oversight powers the Committee retains.

The Committee shall not delegate any matters that involve executive compensation or any matters where it has determined such compensation is intended to comply with Section 162(m) of the Code (“**Section 162(m)**”).

The Committee shall, without delegation:

- (a) set and commit to writing any and all performance targets for all executive officers within the first 90 days of the performance period to which such target relates or, if shorter, within the period provided by Section 162(m) in order for such target to be “pre-established” within the meaning of Section 162(m);
- (b) certify that any and all performance targets used for any of the Corporation’s compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plan(s);
- (c) approve all amendments to all equity based compensation plans;
- (d) approve which persons are entitled to awards, and the amounts of such awards, under the Incentive Plan or any successor or new stock option or equity incentive award plan(s); and
- (e) approve Chief Executive Officer compensation.

In addition, the Committee shall take appropriate steps to provide for shareholder approval of the performance goals used to set the performance targets in any of the Corporation’s compensation plans to the extent required, and in the manner provided, by Section 162(m) and

the treasury regulations promulgated thereunder (which generally requires such approval at least every five years or earlier if such criteria are otherwise amended).

VII. OTHER RESPONSIBILITIES

(a) The Committee shall evaluate its performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

(b) The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

(c) The Committee shall promptly inform the Board of any material interpretations which it makes of the NYSE Rules.

VIII. DISCLOSURE OF CHARTER

This Charter shall be made available on the Corporation's website at "www.hubbell.com" and to any shareholder who otherwise requests a copy. The Corporation's Annual Report to Shareholders shall state the foregoing.